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Attorneys for Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

DORIS STAEHR, Derivatively On Behalf of
 THE CLOROX COMPANY,

Plaintiff,

v.

FRANK A. TATASEO, LAWRENCE S.
 PEIROS, GEORGE C. ROETH, STEVEN S.
 SILBERBLATT, KEITH R. TANDOWSKY,
 GREGORY S. FRANK, WAYNE L. DELKER,
 DANIEL J. HEINRICH, LAURA STEIN,
 WARWICK EVERY-BURNS, LARY R. SCOTT,
 GARY G. MICHAEL, DANIEL BOGGAN, JR.,
 TULLY M. FRIEDMAN, ROBERT W.
 MATSCHULLAT, JAN L. MURLEY,
 MICHAEL E. SHANNON, CAROLYN M.
 TICKNOR, PAMELA THOMAS GRAHAM,
 GEORGE J. HARAD, G. CRAIG SULLIVAN,
 GERALD E. JOHNSTON, WILLIAM F.
 AUSFAHL, JOHN W. COLLINS, ANTHONY
 W. BIEBL, JANET M. BRADY, KAREN M.
 ROSE, RICHARD T. CONTI,
 [Caption continued on following page],

DERIVATIVE ACTION

Case No. C-06-7370-MJJ

**STIPULATION AND ~~[PROPOSED]~~
 ORDER: (1) GRANTING
 CLOROX'S MOTION TO DISMISS
 WITHOUT PREJUDICE AND
 (2) STAYING LITIGATION**

Judge: Honorable Martin J. Jenkins
 Dept: Courtroom 11, 19th Floor

1 GLENN R. SAVAGE, DAVID G. MATZ,
2 SCOTT A. WEISS, SCOTT D. HOUSE,
3 DANIEL G. SIMPSON, PETER D. BEWLEY,
4 EDWARD A. CUTTER, PAMELA FLETCHER,
5 C. A. WOLFE, EDWARD L. SCARFF, DEAN O.
6 MORTON, CHRISTOPH HENKEL, URSULA
FAIRCHILD, FORREST N. SHUMWAY,
JAMES A. VOHS, JUERGEN MANCHOT,
JOCHEN KRAUTTER, KLAUS MORWIND,
ELAINE L. CHAO, WILLIAM R. JOHNSON,
and DOES 1-25, inclusive,

7 Defendants,

8 -and-

9 THE CLOROX COMPANY, a Delaware
10 Corporation,

11 Nominal Defendant.

STIPULATION

Pursuant to Northern District of California Civil Local Rules 6-1, 6-2, 7-3(b), 7-12, 16-2(e), and paragraph 7 of the Court's Standing Order, Plaintiff Doris Staehr, Nominal Defendant The Clorox Company ("Clorox"); Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe (collectively with Defendants, the "Individual Defendants") hereby stipulate as follows:

Procedural History

1. On November 3, 2006, Plaintiff filed her Amended Shareholder Derivative Amended Complaint (the "Amended Complaint"), which was removed to this Court on December 1, 2006. Foster Declaration. ¶ 2; Docket Item No. 1.¹

2. In her Amended Complaint, Plaintiff asserts derivative claims on behalf of Clorox against the Individual Defendants. Foster Decl. ¶ 3.

3. On December 22, 2006, Clorox moved to dismiss the Amended Complaint pursuant to Federal Rules of Civil Procedure 23.1 and 41(b), approximately one month before the January 19, 2007 response deadline established by the parties' stipulation, which this Court granted on December 6, 2006. *Id.* ¶ 4; *See* Docket Item No. 7;

¹ Citations to the "Foster Declaration" are to the Declaration of Mark Foster (*see* Docket Item No. 20) that is being filed concurrently with and in support of this Stipulation pursuant to the requirements of the Court's Standing Order.

Previous Stipulations

4. On January 10, 2007, this Court granted the parties' stipulation extending the time for Plaintiff to oppose Clorox's motion to dismiss and extending the time for the Individual Defendants to respond to the Amended Complaint unless and until thirty days after the Court makes the threshold determinations that demand on the Clorox's Board of Directors ("Board") is excused and Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox against the Individual Defendants. Foster Decl. ¶ 5; Docket Item No. 15.

5. On February 13, 2007, the Court granted the parties' stipulation extending the time for Plaintiff to oppose Clorox's motion to dismiss and providing that an initial case management conference should not be held unless and until 45 days after the Court rules that Plaintiff has standing pursuant to Federal Rule of Civil Procedure 23.1 to proceed with her derivative claims on behalf of Clorox against the Individual Defendants; Foster Decl. ¶ 6; Docket Item No. 18.

Plaintiff's Non-Opposition To Clorox's Motion To Dismiss

6. Pursuant to Northern District of California Civil Local Rule 7-3(b), Plaintiff hereby states that she does not oppose Clorox's motion to dismiss (Docket Item No. 7).

7. Plaintiff will send a letter (the "Demand Letter") to Clorox's current Board no later than May 30, 2007, to demand that the Board take action in response to the facts and allegations set forth in the Demand Letter.

THEREFORE, the parties hereby stipulate, subject to the Court's approval, that:

1. Clorox's motion to dismiss the Amended Complaint (Docket Item No. 7) is granted without prejudice to Plaintiff filing a second amended complaint ("SAC") within 30 days of the Board's response to the Demand Letter. The hearing on Clorox's motion to dismiss, scheduled for May 22, 2007, at 9:30 a.m., is vacated.

2. This action shall be stayed pending the filing of a SAC.

3. If the Board refuses to institute the action demanded by Plaintiff, Plaintiff may, at her discretion, file the SAC.

4. The Individual Defendants will not be required to answer or otherwise respond to the SAC or any further amended complaint permitted by the Court unless and until 30 days after the Court rules that Plaintiff has standing to proceed with derivative claims against the Individual Defendants, consistent with the Stipulation and Order granted on January 10, 2007 (Docket Item No. 15).

5. An initial case management conference will not be held unless and until 45 days after the Court rules that Plaintiff has standing to proceed with derivative claims asserted in a SAC or any further amended complaint permitted by the Court, consistent with the Stipulation and Order granted on February 13, 2007 (Docket Item No. 18).

6. By entering into this Stipulation, the Clorox and the Individual Defendants do not waive, and expressly reserve all defenses, including jurisdictional defenses, that they may have.

Dated: April 27, 2007

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By: /s/ Judson Lobdell [e-filing signature]

Attorneys for Nominal Defendant The Clorox Company; Defendants Daniel Boggan, Jr., Richard T. Conti, Tully M. Friedman, Daniel J. Heinrich, Gerald E. Johnston, Robert W. Matschullat, Dean O. Morton, Lawrence S. Peiros, Karen M. Rose, Lary R. Scott, G. Craig Sullivan, and Carolyn M. Ticknor; and Specially Appearing Defendants William F. Ausfahl, Peter Bewley, Anthony W. Biebl, Janet M. Brady, John W. Collins, Edward A. Cutter, Wayne Delker, Warwick Every-Burns, Pam Fletcher, Gregory Frank, George J. Harad, Christoph Henkel, William R. Johnson, David Matz, Gary G. Michael, Klaus Morwind, Jan L. Murley, George C. Roeth, Glenn Savage, Edward L. Scarff, Michael E. Shannon, Forest N. Shumway, Daniel G. Simpson, Laura Stein, Frank Tataseo, Pamela Thomas-Graham, James A. Vohs, Scott Weiss, and C.A. Wolfe

1 DATED: April 27, 2007

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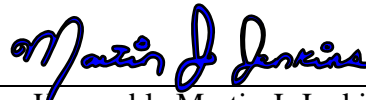
5 By: /s/ Steven J. Simerlein [e-filing signature]

6 Attorneys for Plaintiff

8 **[PROPOSED] ORDER**

9 On the stipulation of the parties, and good cause appearing:
10 IT IS SO ORDERED.

12 Date: 5/3, 2007

14 

15 Honorable Martin J. Jenkins
16 United States District Court Judge

17 * * * * *

18 **ECF ATTESTATION**

19 I, Mark Foster, am the ECF User whose ID and Password are being used to file this
20 (Docket Item No 19):

21 **STIPULATION AND [PROPOSED] ORDER: (1) GRANTING CLOROX'S**
22 **MOTION TO DISMISS WITHOUT PREJUDICE AND (2) STAYING LITIGATION**

23
24 In compliance with General Order 45, X.B., I hereby attest that Judson Lobdell and
25 Steven J. Simerlein have concurred in this filing.

26 DATED: April 27, 2007

MORRISON & FOERSTER LLP

27 By: /s/ Mark Foster [e-filing signature]